

# Guide to the Completion of an Off-Market Transfer Form for Issuer Sponsored & Certificated Securities

## **Please Note:**

- We request you use a black pen and print in capital letters when completing this form;
- To avoid the need for the form to be returned for correction or clarification, it is important that all requested information is supplied. Instructions to assist in completion are included for all sections;
- This form should not be used for the transfer of securities that are on the CHESSE subregister. That can be determined from the Reference Number shown on your holding statement. If your statement has a SRN, this form should be used. If your statement has a HIN, you need to contact your sponsoring broker.

If you have any questions in relation to the manner in which this form is to be completed or the information that is required to be provided. Please call us on 1300 737 760.

## **Enhanced Security**

In early 2011 changes intended to assist in minimising the potential for fraud in relation to the processing of off-market transfers, were made to the ASX Listing Rules.

In line with other major registry services suppliers, Boardroom has adopted a series of measures concerning the need for documentary proof of the identity of the seller or transferor named in the off-market transfer.

## **Documentary Identity Verification Requirements**

Documentary evidence of the identity is only required in respect of the SELLER(S) or TRANSFEROR(S) named in the off-market transfer form.

You should review the requirements listed in Appendix A and supply a certified copy of the required document. Where possible we request a primary photographic identity document be supplied.

Please only send certified copies of the document(s). Do not send original documents as they will not be returned.

Also, the required proof of identity documents will not be held on file. Therefore, they must be supplied on each occasion that a transfer is submitted.

## **Payment of Fee**

A fee of AUD\$33.00 (inclusive of GST) is payable. Where there is more than one off-market transfer with the same Seller(s) or Transferor(s) named, lodged at the same time (the registration name and address details must be an exact match) only one fee of AUD\$33.00 is payable. Otherwise, the fee is payable per off-market transfer lodged.

Refer below for payment options.

## **Payment Options**

Payment must be made by cheque, payable to 'Boardroom Pty Limited'.

**Please Note:** A fee is not payable where the off-market transfer:

- is out of a deceased estate and is to transfer securities to the executors or the beneficiaries of the estate; or
- is a transfer in relation to an Employee Share Plan.

## Appendix A

| Type of Investor  | Example   | Documentary evidence of identity required   |
|---|---|---|
| Individual  | John David Smith or<br>John David Smith<br><Smith Family A/c>   | An originally certified copy of either: <ul style="list-style-type: none"> <li>➤ a primary photographic identity document; <b>OR</b></li> <li>➤ one primary non-photographic identity document and one secondary non-photographic identity document.</li> </ul>   |
| Joint Holding   | John David Smith and Mary Jane Smith or<br>John David Smith and Mary Jane Smith<br><Smith Family A/C> | For <b>EACH</b> joint holder, originally certified copies of either: <ul style="list-style-type: none"> <li>➤ a primary photographic identity document; <b>OR</b></li> <li>➤ one primary non-photographic identity document and one secondary non-photographic identity document.</li> </ul>  |
| Australian Registered Company   | ABC Pty Limited or<br>ABC Pty Limited<br><Smith Family A/C>   | Originally certified copy of the most recent annual Company Statement issued by ASIC for the company (with the Company Key shown on the Company Statement masked such that it is not visible) and, for <b>EACH</b> director or company secretary who signed the transfer, originally certified copies of either: <ul style="list-style-type: none"> <li>➤ a primary photographic identity document; <b>OR</b></li> <li>➤ one primary non-photographic identity document and one secondary non-photographic identity document.</li> </ul>                          |
| Overseas Incorporated Company   | ABC PLC or<br>ABC PLC<br><Smith Family A/C>   | Companies incorporated overseas must provide a originally certified copy of a document which outlines the current Officeholders (e.g. Director or Company Secretary) and that has been issued by the relevant foreign registration body and, for <b>EACH</b> Officeholder who signed the transfer, originally certified copies of either: <ul style="list-style-type: none"> <li>➤ a primary photographic identity document; <b>OR</b></li> <li>➤ one primary non-photographic identity document and one secondary non-photographic identity document.</li> </ul> |
| <p><b>Please Note:</b></p> <ol style="list-style-type: none"> <li>1) All foreign language documents (e.g. a foreign passport or a document in relation to a company that has been issued by the relevant foreign registration body) must be certified as true copy and must be accompanied by an English translation prepared by an accredited translator; and</li> <li>2) Where the off-market transfer form has been signed on behalf of the investor under a power of attorney, a certified copy of the power of attorney must have already been lodged for noting or must accompany the off-market transfer when it is lodged. Further, the person(s) signing the off-market transfer form in accordance with the power of attorney must provide the appropriate documentary evidence of identity as required above and the applicable documentary evidence of identity must also be provided for the seller(s) or transferor(s) named on the off-market transfer. Where the seller or transferor is a company, documentary evidence of identity must be provided for any two of the Officeholders named in the Company Statement or overseas equivalent document unless the company statement or overseas equivalent shows there is a sole director or sole director/company secretary in which case only documentary evidence of identity for that person is required.</li> </ol> |   |   |

### Primary Photographic Identity Documents:

- Current Driver's Licence
- Australian Passport (that has not expired within the last two years)
- International Travel Document/Foreign Passport (that has not expired within the last two years)
- Proof of Age Card
- National Identity Card

### Primary Non-photographic Identity Documents:

- Australian Birth Certificate or Extract of Birth
- Australian Citizenship Certificate
- Foreign Birth Certificate
- Centrelink Pension Card or Centrelink Healthcare Card

### Secondary Non-photographic Identity Documents:

- An income tax assessment notice issued within the past 12 months
- A local government (rates) notice or a utilities notice (gas, electricity or telephone bill) issued within the past 3 months
- For a minor (person under 18 years of age) a notice issued by a school principle within the 3 months a financial benefit notice issued by the Commonwealth, a State or Territory within the past 12 months

Documents can be certified by a person authorised to do so under a state or territory law. Examples are:

- Legal Practitioners
- Justices of the Peace
- Chartered Accountants
- Members of the police force
- Legally qualified medical practitioners

The person certifying must state:

- a) their title, name and contact details (e.g. telephone number);
- b) that the document is a true and correct copy of the original;
- c) if there is more than one page either the certification must state the number of pages in the copy or each page must be certified; and

the signature of the person certifying must be original (that is, it cannot be a photocopy).

# HOW TO COMPLETE THE TRANSFER FORM FOR NON-MARKET TRANSACTIONS WHEN TRANSFERRING SHARES IN A LISTED or UNLISTED COMPANY

1. **Stamp Duty**

Transfers of securities that are listed and quoted on an Australian Stock Exchange are exempt from stamp duty. However, Stamp Duty is payable on all other securities by the buyer of the shares and is based on the amount of consideration (refer 8). The stamp duty is calculated at the rate applicable to the state in which the company the securities are held is registered. If the company is incorporated outside Australia, the state or territory in which the principal register is located determines the state or territory in which the duty is payable. Transfers must be submitted to the respective State or Territory Stamp Duty office for assessment and payment of any applicable duty.
2. **Full Name Of Company or Corporation**

The full name of the company or corporation in which securities are held.
3. **Description Of Securities**

e.g. Fully Paid Ordinary Shares, 9% Unsecured Convertible Notes etc....
4. **Register**

The state on which the seller's securities are registered. This can be found on the securities certificate or statement.
5. **Quantity**

Number of securities being transferred (in both words and figures). The marking up of either number, even when initialed, invalidates the form.
6. **Full Name Of Transferor/S Or Seller/S**

Full names must be included.
7. **Securityholder Reference Number**

This number must be quoted when transferring securities not represented by certificates. That is securities registered on the issuer sponsored (uncertificated) subregister. If the security is certificated, the original share certificate (or replacement certificate form) must be attached to the transfer form.
8. **Consideration**

Is the full amount paid in settlement of the transfer of securities. Purchases should reflect the market price of shares as at the date of purchase. Market values are quoted in the daily newspapers.
9. **Date Of Purchase**

Insert date of purchase or completion of the transfer.
10. **Full Name Of Transferee/s or Buyer/s**

Insert the full names of buyer/s (a maximum of three joint holders). Securities may not be registered in the names of a firm or business name, an estate or deceased person, a minor, a fund or a trust.
- 10A. **Securityholder Reference Number (SRN)**

If the buyer is an existing holder in the company and is registered on the Issuer Sponsored (uncertificated) subregister, please quote the existing SRN.
11. **Full Postal Address Of Transferee/s or Buyer/s**

Insert full address including the postcode. Only one address may be recorded.
12. **Seller Signature/s**

|                           |   |
|---------------------------|---|
| (i) Individuals -         | The securityholder must sign  |
| (ii) Joint Holdings -     | Where the holding is in more than one name, all of the securityholders must sign  |
| (iii) Power of Attorney - | To sign as power of attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the power of attorney to this form. |
| (iv) Deceased Estate -    | When the holding is in the name of an estate, all executors/administrators are required to sign. (Probate requirements must also be complied with)                  |
| (v) Companies -           | Director, Company Secretary, Sole Director and Sole Company Secretary can sign. Please indicate the office held under your signature.                               |
13. **Date Signed**

Insert date signed by the seller/s.
14. **Buyer Signature/s**

|                            |   |
|----------------------------|---|
| (vi) Individuals -         | The securityholder must sign  |
| (vii) Joint Holdings -     | Where the holding is to be registered in more than one name, all of the proposed securityholders must sign  |
| (viii) Power of Attorney - | To sign as power of attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the power of attorney to this form. |
| (ix) Deceased Estate -     | When the holding is in the name of an estate, all executors/administrators are required to sign. (Probate requirements must also be complied with)                  |
| (x) Companies -            | Director, Company Secretary, Sole Director and Sole Company Secretary can sign. Please indicate the office held under your signature.                               |
15. **Date Signed**

Insert date signed by the buyer/s.
16. **Amendments**

Any change made to the form must be initialed by both parties. The use of liquid paper will deem the form invalid.

**NOTE 1.** Copies of supporting documents forwarded must be certified as a correct copy by a person who in the State or Territory of certification has the power to witness a Statutory Declaration.

**NOTE 2.** Transfers or other documents that do not fully meet the company's requirements are liable to be returned unregistered.

## Privacy Statement

The personal information in this form is collected by Boardroom Pty Limited ("Boardroom"), as registrar for the issuer of the securities you hold. Boardroom's privacy policy can be viewed on our website ([www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)).

Your personal information is required for administration of the register of securityholdings. Should some or all of the requested information not be provided correct administration of your securityholding may not be possible. Your personal information may be disclosed to the issuer of the securities you hold, its or our related bodies corporate, external service companies such as print or mail service providers or otherwise as permitted by law. If, in accordance with the provisions of the Corporations Act the issuer of the securities you hold approves, you may be sent marketing material in addition to general corporate communications. You may elect not to receive marketing material by contacting Boardroom Pty Limited.

You can obtain access to your personal information and (if required) advise of any incorrect, inaccurate or out of date data information held, by contacting Boardroom Pty Limited on 1300 737 760

# AUSTRALIAN STANDARD TRANSFER FORM

All correspondence and enquiries to:

## BoardRoom

Smart Business Solutions  
GPO Box 3993  
Sydney NSW 2001

Tel: 1300 737 760 (within Aust)  
Tel: + 61 2 9290 9600 (outside Aust)

Fax: + 61 2 9279 0664

[www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)  
enquiries@boardroomlimited.com.au

Use a **black pen**. Print in **CAPITAL** letters

**Uncertificated CHESS Holdings** - This form must be forwarded to the CHESS Sponsoring Broker or Non-Broker Participant.

**Uncertificated Issuer Sponsored Holdings** - This originally signed form must be forwarded to the Issuer's Registry.

**Certificated Holdings** - This originally signed form and the original certificate (or replacement certificate form) must be forwarded to the Issuer's Registry.

### 1. Stamp Duty (if applicable)

|      |  |   |                            |
|------|--|---|----------------------------|
| 2.   | Full name of Company or Corporation                                      |   |                            |
| 3.   | Description of Securities (Shares, options etc.)                         | Class   | If not fully paid, paid to |
| 4.   | Quantity   | Words   | Register                   |
| 5.   | Full name/s of Transferor/s (Seller/s)                                   | Given Name/s  | Surname                    |
| 6A.  | Seller's daytime contact telephone number (required for security checks) |   |                            |
| 7.   | Securityholder Reference Number  | SRN : _____<br><small>(Must be quoted for uncertificated securities. Otherwise original certificate must be returned)</small> |                            |
| 8.   | Consideration  | \$  | 9. Date of Purchase / /    |
| 10.  | Full name/s of Transferee/s (Buyer/s)                                    | Title   | Given Name/s               |
|      |  | Mr }<br>Mrs }<br>Ms }   | Surname                    |
| 10A. | Securityholder Reference Number (if applicable)                          | SRN : _____   |                            |
| 11.  | Full postal address of Transferee/s (Buyer/s)                            | State/Country   |                            |
|      |  | Postcode  |                            |

I / We the registered holder/s and undersigned seller/s for the above consideration do hereby transfer to the above name/s hereinafter called the Buyer/s the securities as specified above standing in my/our name/s in the books of the above named Company, subject to the several conditions on which I/We held the same at the time of signing hereof and I/We the Buyer/s do hereby agree to accept the said securities subject to the same conditions. I/We have not received any notice of revocation of the Power of Attorney by death of the grantor or otherwise, under which this transfer is signed.

|                                       |  |                      |                            |
|---------------------------------------|--|----------------------|----------------------------|
| 12. Transferor/s (Seller/s) sign here | Individual or Securityholder 1           | Securityholder 2     | Securityholder 3           |
|                                       | <input type="text"/>                     | <input type="text"/> | <input type="text"/>       |
|                                       | Sole Director and Sole Company Secretary | Director             | Director/Company Secretary |
|                                       | 13. Day / Month / Year                   |                      |                            |

|                                      |  |                      |                            |
|--------------------------------------|--|----------------------|----------------------------|
| 14. Transferee/s (Buyer/s) sign here | Individual or Securityholder 1           | Securityholder 2     | Securityholder 3           |
|                                      | <input type="text"/>                     | <input type="text"/> | <input type="text"/>       |
|                                      | Sole Director and Sole Company Secretary | Director             | Director/Company Secretary |
|                                      | 15. Day / Month / Year                   |                      |                            |